

**DECLARATION**  
**Utility Application**

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled VIDEO-ON-DEMAND (VOD) MANAGEMENT SYSTEM AND METHODS the specification of which

(Check One)  is attached hereto OR  
 was filed on \_\_\_\_\_ as United States Application Serial No. \_\_\_\_\_ or PCT International Application No. \_\_\_\_\_ and was amended on \_\_\_\_\_ (if applicable).

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment(s) referred to above.

I acknowledge the duty to disclose information which is material to the patentability of this application in accordance with Title 37, Code of Federal Regulations, § 1.56.

I hereby claim foreign priority benefits under Title 35, United States Code, § 119(a)-(d) or § 365(b) of any foreign application(s) for patent or inventor's certificate, or § 365(a) of any PCT international application which designated at least one country other than the United States of America, listed below and have also identified below, by checking the box, any foreign application for patent or inventor's certificate, or of any PCT international application having a filing date before that of the application on which priority is claimed.

| Prior Foreign Application Number(s) | Country | Date of Filing | Priority Claimed |    |
|-------------------------------------|---------|----------------|------------------|----|
|                                     |         |                | Yes              | No |
|                                     |         |                |                  |    |

I hereby claim the benefit under Title 35, United States Code §119(e) of any United States provisional application(s) listed below.

| Application Number(s) | Filing Date       |
|-----------------------|-------------------|
| 60/429,966            | November 27, 2002 |

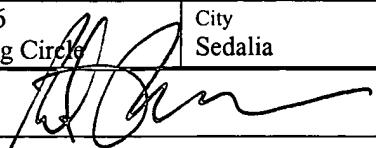
I hereby claim the benefit under Title 35, United States Code, § 120 of any United States application(s), or § 365(c) of any PCT international application designating the United States of America, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT international application in the manner provided by the first paragraph of Title 35, United States Code, § 112, I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations § 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application.

| U.S. Parent Application Number | Parent Filing Date | Status-Patented, Pending or Abandoned |
|--------------------------------|--------------------|---------------------------------------|
|                                |                    |                                       |

I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements are made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Title 18, United States Code, § 1001 and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

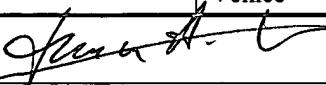
|     |                         |                                     |                                   |                        |
|-----|-------------------------|-------------------------------------|-----------------------------------|------------------------|
| 201 | FULL NAME OF INVENTOR   | FIRST Name Richard                  | MIDDLE Initial C.                 | LAST Name FICKLE       |
|     | RESIDENCE & CITIZENSHIP | City Sedalia                        | State or Foreign Country Colorado | Country of Citizenship |
|     | POST OFFICE ADDRESS     | P.O. Box 146<br>4840 Mustang Circle | City Sedalia                      | State or Country CO    |

INVENTOR'S SIGNATURE

 DATE 11/18/03

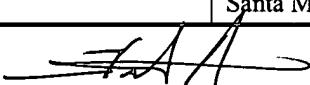
|     |                         |                    |                                     |                        |
|-----|-------------------------|--------------------|-------------------------------------|------------------------|
| 202 | FULL NAME OF INVENTOR   | FIRST Name José    | MIDDLE Initial A.                   | LAST Name RÓYO         |
|     | RESIDENCE & CITIZENSHIP | City Venice        | State or Foreign Country California | Country of Citizenship |
|     | POST OFFICE ADDRESS     | 933 Venezia Avenue | City Venice                         | State or Country CA    |

INVENTOR'S SIGNATURE

 DATE 11/12/03

|     |                         |                        |                                     |                        |
|-----|-------------------------|------------------------|-------------------------------------|------------------------|
| 203 | FULL NAME OF INVENTOR   | FIRST Name Timothy     | MIDDLE Initial Bruce                | LAST Name ARON         |
|     | RESIDENCE & CITIZENSHIP | City Santa Monica      | State or Foreign Country California | Country of Citizenship |
|     | POST OFFICE ADDRESS     | 1603-D California Ave. | City Santa Monica                   | State or Country CA    |

INVENTOR'S SIGNATURE

 DATE 11/12/03

**POWER OF ATTORNEY**  
**By Assignee**

ASCENT MEDIA GROUP, INC., assignee(s) of the application for United States Letters Patent for an improvement in

VIDEO-ON-DEMAND (VOD) MANAGEMENT SYSTEM AND METHODS  
by Richard C. Fickle et al.

the specification of which:

is filed herewith, OR  
 as filed on \_\_\_\_\_, having U.S. Patent Application Serial No. \_\_\_\_\_,

does hereby appoint as my attorneys and/or agents, with full power of substitution and revocation, to prosecute this application and transact all business in the United States Patent and Trademark Office, and in countries other than the United States, and to do all things necessary or appropriate therefor before any competent International Authorities in connection with any international patent application(s) corresponding to the above-identified application, all of the registered practitioners identified by Customer Number 34263:

**34263**  
PATENT TRADEMARK OFFICE

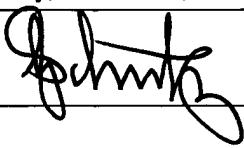
O'MELVENY & MYERS LLP  
114 Pacifica, Suite 100  
Irvine, CA 92618  
(949) 737-2900

Please send all correspondence to the attention of David B. Murphy, at the above Customer Number, and direct all telephone calls to (949) 737-2900.

I, the undersigned, declare that I have reviewed copies of the documentary evidence establishing chain of title to the patent application identified above from the inventor(s) to the assignee(s), which:

is filed for recordation herewith; or  
 was recorded at Reel \_\_\_\_\_, Frame \_\_\_\_\_; or  
 has been sent for recordation under separate cover, copy attached herewith.

To the best of the undersigned's knowledge and belief, title is in the assignee(s) identified above. Furthermore, the undersigned is empowered to sign this document on behalf of the assignee(s).

|                                     |   |                   |
|-------------------------------------|---|-------------------|
| Full Name of Assignee:              | Ascent Media Group, Inc.  |                   |
| Post Office Address:                | 520 Broadway, Fifth Floor, Santa Monica, Ca 90401                                   |                   |
| Signature of Declarant or Assignee: |  | Date:<br>11/19/03 |
| Full Name of Declarant              |   |                   |
| If Other Than Assignee:             | Gavin W. Schutz   |                   |
| Title of Declarant:                 | Executive Vice President and Chief Technology Officer                               |                   |
| Address of Declarant:               | 520 Broadway, Fifth Floor, Santa Monica, Ca 90401                                   |                   |